

EXHIBIT 2



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23/08/24 22:40:00
offer procedure pursuant to Sections 10, 29, 35 WpÜG

H2E Americas LLC: Announcement of acquisition of control over Philomaxcap AG

Green Lane, USA (pta022/23.08.2024/22:40 UTC+2) - Message

Publication of the acquisition of control over Philomaxcap AG

pursuant to Section 35 Para. 1 in conjunction with Section 10 Para. 3 of the Securities Acquisition and Takeover Act (WpÜG)

Bidder:

H2E Americas LLC

200 School Alley, Suite 5,

Green Lane, PA 18054

USA

Target company:

Philomaxcap AG
Marienplatz 2, 80331 Munich,
registered in the commercial register of the Munich District Court under HRB 235614

Shares of Philomaxcap AG:

International Securities Identification Number (ISIN) [DE000A1A6WB2](#) and

Information provided by the bidder:

On August 23, 2024, H2E Americas LLC (" **Bidder** ") acquired control over the Target Company pursuant to Section 35 para. 1 in conjunction with Section 29 para. 2 WpÜG by signing a shareholders' agreement with Philocity Global GmbH, Munich, Germany and Capana Swiss Advisors AG, Baar, Switzerland.

Since then, the Bidder has indirectly held 1,021,500 no-par value bearer shares with voting rights held by Philocity Global GmbH and 15,650,680 no-par value bearer shares with voting rights held by Capana Swiss Advisors AG of the Target Company pursuant to Section 30 para. 2 WpÜG on the basis of the Shareholders' Agreement. With the attribution, the Bidder indirectly holds a total of 16,672,180 of a total of 17,007,234 no-par value bearer shares with voting rights in the Target Company, which corresponds to a total voting share of the Bidder of 98.03%.

In addition to the Bidder, Ms. Sarah Simkiss, 200 School Alley, Suite 5, Green Lane, PA 18054, USA, who holds 95% of the shares in the Bidder, has also indirectly acquired control over the Target Company within the meaning of Section 35 (1) in conjunction with Section 29 (2) WpÜG through a share acquisition of 100 no-par value bearer shares in the Target Company and the attribution on August 23, 2024 (" **Additional Control Acquirer** "). The Bidder's voting rights from 16,672,180 no-par value bearer shares in the Target Company are attributed to the Additional Control Acquirer in accordance with Section 30 (1) Sentence 1 No. 1 WpÜG. This also corresponds to a voting share of 98.03% in the Target Company.

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Beyond the above-mentioned share of voting rights, the Bidder and the Additional Controlling Person do not hold any further voting rights in the Target Company that are attributable to them pursuant to Section 30 of the German Securities Acquisition and Takeover Act.

After the publication of the offer document has been approved by the Federal Financial Supervisory Authority (BaFin), the Bidder will, in fulfillment of its obligation and at the same time the obligations of the Additional Controlling Party, make a mandatory offer to all shareholders of the Target Company pursuant to Section 35 para. 2 of the German Securities Acquisition and Takeover Act (WpÜG) to acquire all shares in the Target Company at the statutory minimum price. The Additional Controlling Party will not publish a separate mandatory offer.

The mandatory offer will be carried out under the terms and conditions to be set out in the offer document, whereby the bidder reserves the right to deviate from the key data presented here in the offer document to the extent that this is legally permissible.

This offer document will be published by the bidder pursuant to Section 35 Para. 2 Sentence 2 and Section 14 Para. 3 Sentence 1 of the Securities Acquisition and Takeover Act on the Internet at <https://www.capana.ch/pflichtangebot>. In addition, a reference to the publication of the offer document will be published in the Federal Gazette. This publication pursuant to Section 35 Para. 1 and Section 10 Para. 3 of the Securities Acquisition and Takeover Act is made in the name of the bidder and the other controlling acquirer.

Important information:

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares in the Target Company. Holders of shares in the Target Company are strongly advised to read the offer document and all other documents relating to the offer as soon as they are published, as they will contain important information.

The mandatory offer will be carried out exclusively in accordance with the laws of the Federal Republic of Germany, in particular the WpÜG and the Regulation on the Content of the Offer Document, the Consideration in Takeover Offers and Mandatory Offers and the Exemption from the Obligation to Publish and Submit an Offer (WpÜG Offer Regulation).

Green Lane, PA 18054 USA, August 23, 2024

H2E Americas LLC

Type of announcement:

Acquisition of control (Section 35 (1) WpÜG)

Bidder:

H2E Americas LLC
200 School Alley, Suite 5
PA 18054 Green Lane, USA

Target company:

Philomaxcap AG
[DE000A1A6WB2](#)

Information on publication:

Date of decision: August 23, 2024

Offer document on the Internet:

www.capana.ch/pflichtangebot

Amount of voting rights:

98.03%

Voting rights attributable for each attribution:

16,672,280

(End)

Sender: H2E Americas LLC
200 School Alley, Suite 5
PA 18054 Green Lane
United States of America

Contact person: Stefan Kammerlander
Tel.: +41 79 224 97 22
E-mail: sk@capana.ch
Website: www.capana.ch/pflichtangebot
ISIN(s): [DE000A1A6WB2](#) (target company)
Stock exchange(s): Regulated market in Frankfurt; Open market in Düsseldorf, Stuttgart

[source: <https://www.presetext.com/news/1724445600400>]

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- 26/08/2024 [Philomaxcap AG: Publication according to Section 40 Para. 1 WpHG](#)
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